

BONIFAS EDWARD
Form 4
November 12, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONIFAS EDWARD

2. Issuer Name and Ticker or Trading Symbol
OLD SECOND BANCORP INC
[OSBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

37 S. RIVER ST.
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

AURORA, IL 60506
(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Old Second Bancorp Inc. Common Stock | 11/10/2009 | (1) | P | 710 | A \$ 5.98 | 21,336 | D |
| Old Second Bancorp Inc. Common Stock | 11/10/2009 | (1) | P | 390 | A \$ 5.989 | 21,726 | D |
| Old Second Bancorp | 11/10/2009 | (1) | P | 100 | A \$ 5.99 | 21,826 | D |

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Inc.
Common
Stock

Old Second
Bancorp

Inc. 11/10/2009 (1) P 300 A \$ 6.1 22,126 D
Common
Stock

Old Second
Bancorp

Inc. 11/10/2009 (1) P 200 A \$ 5.99 22,326 D
Common
Stock

Old Second
Bancorp

Inc. 11/10/2009 (1) P 195 A \$ 6.089 22,521 D
Common
Stock

Old Second
Bancorp

Inc. 11/10/2009 (1) P 3,105 A \$ 6.09 25,626 (2) D
Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P. Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| | \$ 7.49 | | | Code V | (A) (D) | Date Exercisable: 02/17/2010 Expiration Date: 02/17/2019 | Title: Amount or Number of Shares: 1,500 | |

| | | | | | |
|---|----------|------------|------------|-----------------|-------|
| Employee Stock Option (Right to Buy | | | | Common Stock | |
| Employee Stock Option (Right to Buy | \$ 27.75 | 12/18/2008 | 12/18/2017 | Common Stock | 1,500 |
| Employee Stock Option (Right to Buy | \$ 29.2 | 12/19/2007 | 12/19/2016 | Common Stock | 1,500 |
| Employee Stock Option (Right to Buy | \$ 31.34 | 12/20/2005 | 12/21/2015 | Common Stock | 1,500 |
| Employee Stock Option (Right to Buy | \$ 32.59 | 12/20/2005 | 12/21/2014 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BONIFAS EDWARD 37 S. RIVER ST. AURORA, IL 60506 | X | | | |

Signatures

/s/ Edward
Bonifas 11/10/2009

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Does not apply.
- (2) Included in this total are 266 shares are held in Mr. Bonifas' name outright, 596 shares of restricted stock units and 24,764 shares held in a brokerage account.

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